

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

---

LABORERS' LOCAL #231 PENSION  
FUND,

*Plaintiff,*

v.

RORY J. COWAN, et al.,

*Defendants,*

C.A. No. 17-478-MAK

---

**MOTION TO DISMISS**

---

Defendants in this action hereby move pursuant to Federal Rule of Civil Procedure 12(b)(6) to dismiss with prejudice the amended complaint, D.I. #34 because it fails to state a claim upon which relief can be granted. Defendants have filed an opening brief in support of their motion, which lays out more fully the bases for their motion.

WHEREFORE, Defendants respectfully request that their motion to dismiss be granted.

Respectfully submitted,

Dated: May 25, 2018

/s/ David J. Teklits

David J. Teklits (#3221)  
Thomas P. Will (#6086)  
MORRIS, NICHOLS, ARSHT & TUNNELL LLP  
1201 N. Market Street  
P.O. Box 1347  
Wilmington, DE 19899-1347  
(302) 658-9200  
dteklits@mnat.com  
twill@mnat.com

Deborah S. Birnbach  
GOODWIN PROCTER LLP  
100 Northern Avenue  
Boston, MA 02210  
T: (617) 570-1000  
F: (617) 523-1231  
E: DBirnbach@goodwinlaw.com

*Counsel for Rory J. Cowan, Edward A.  
Blehschmidt, Michael Dallas, Guy L. de  
Chazal, Susan Kantor, Paul A. Kavanagh, Jack  
Noonan, James A. Quella, Claude P. Sheer,  
and Marc Litz*

/s/ Elena C. Norman

Elena C. Norman (#4780)  
Anne Shea Gaza (#4093)  
YOUNG CONAWAY STARGATT & TAYLOR LLP  
1000 North King Street  
Wilmington, DE 19801  
(302) 571-5029  
(302) 576-3402 (fax)  
ENorman@ycst.com  
AGaza@ycst.com

Joshua Z. Rabinovitz  
KIRKLAND & ELLIS LLP  
300 North LaSalle  
Chicago, Illinois 60654  
(312) 862-2000  
(312) 862-2200 (fax)  
JRabinovitz@kirkland.com

*Counsel for Defendants Lionbridge  
Technologies, Inc., H.I.G. Capital, LLC,  
LBT Acquisition, Inc., and LBT Merger Sub,  
Inc.*

**CERTIFICATE OF SERVICE**

I, Elena C. Norman, hereby certify that on May 25, 2018, I caused to be electronically filed a true and correct copy of the foregoing document with the Clerk of the Court using CM/ECF, which will send notification that such filing is available for viewing and downloading to the following counsel of record:

Peter B. Andrews, Esquire  
Craig J. Springer, Esquire  
David M. Sborz, Esquire  
Andrews & Springer LLC  
3801 Kennett Pike  
Building C, Suite 305  
Wilmington, DE 19807  
*pandrews@andrewsspringer.com*  
*cspringer@andrewsspringer.com*  
*dsborz@andrewsspringer.com*

*Attorneys for Plaintiff*

I further certify that on May 25, 2018, I caused the foregoing document to be served via electronic mail upon the above-listed counsel and on the following:

Randall J. Baron, Esquire  
David T. Wissbroecker, Esquire  
Robbins Geller Rudman & Dowd LLP  
655 West Broadway, Suite 1900  
San Diego, CA 92101  
*randyb@rgrdlaw.com*  
*dwissbroecker@rgrdlaw.com*

Christopher H. Lyons, Esquire  
Robbins Geller Rudman & Dowd LLP  
414 Union Street, Suite 900  
Nashville, TN 37219  
*clyons@rgrdlaw.com*

*Attorneys for Plaintiff*

Dated: May 25, 2018

YOUNG CONAWAY STARGATT &  
TAYLOR, LLP

/s/ Elena C. Norman

Elena C. Norman (No. 4780)

Anne Shea Gaza (No. 4093)

Robert M. Vrana (No. 5666)

Rodney Square

1000 N. King Street

Wilmington, Delaware 19801

*enorman@ycst.com*

*agaza@ycst.com*

*rvrana@ycst.com*

*Attorneys for Defendants H.I.G. Capital  
L.L.C., LBT Acquisition, Inc., LBT Merger  
Sub, Inc. and Lionbridge Technologies, Inc.  
On Behalf of All Defendants*